

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: November 11, 2002 at 4:00 p.m.
Hearing Date: TBD only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN,
CECCHI, STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR
THE PERIOD FROM SEPTEMBER 1, 2002 THROUGH SEPTEMBER 30, 2002**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. Grace & Company
 Client No. 734680
 Invoice No.

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For Professional Services Rendered through 09/30/02

Matter # 734680.1 VS. ALLIED SIGNAL

LITIGATION AND LITIGATION CONSULTING

09/03/02	JMA	Phone - C. Marraro re: trial strategy; phone - C. Marraro re: scheduling; receipt and review letter from K. Millian to Judge Cavanaugh; phone - C. Marraro re: scheduling	1.00	325.00
09/03/02	MEF	Review revised stipulations; telephone call with C. Marraro regarding meeting topics	.90	193.50
09/03/02	MEF	Memo regarding travel expenses on August 22 and 23	.20	43.00
09/04/02	JMA	Conference with C. Marraro re: trial strategy re: witnesses	.50	162.50
09/04/02	MEF	Conference with C. Marraro regarding photos and damage documents	1.50	322.50
09/04/02	MEF	Telephone call with W. Hughes regarding damage documents and exhibit list and stipulations	.30	64.50
09/04/02	MEF	Continue reviewing stipulations	1.50	322.50
09/05/02	JMA	Phone - C. Marraro re: scheduling	.20	65.00
09/05/02	MEF	Telephone calls with C. Marraro regarding damage documents	.40	86.00
09/05/02	MEF	Telephone call with S. German regarding final pretrial dates	.20	43.00
09/05/02	MEF	Review amended notice of agenda; review docket (bankruptcy) for May 1, 2002 to present	.50	107.50
09/05/02	MEF	Prepare memo to D. Garvey regarding damage documents	1.40	301.00
09/05/02	MEF	Voice mail - D. Garvey	.10	21.50
09/05/02	MEF	Emails to/from M. Moasser regarding damage documents	.20	43.00
09/06/02	JMA	Receipt and review letter from F. Boenning	.30	97.50
09/06/02	JMA	Review revised Stipulation of Facts for Pretrial Order	1.40	455.00
09/06/02	MEF	Review email from B. Hughes regarding damage chart; email to B. Hughes regarding same; review emails from M. Moasser regarding damage chart; emails to M. Moasser regarding same	.40	86.00
09/06/02	MEF	Trial Prep - Review bills regarding application	.70	150.50

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for attorney's fees if successful at trial

09/06/02	MEF	Continue reviewing revised stipulations	.50	107.50
09/06/02	MEF	Telephone call with D. Garvey regarding damage documents	.20	43.00
09/06/02	MEF	Telephone call with S. German regarding adjournment of Final Pretrial Order; telephone call with J. Kelly regarding same	.20	43.00
09/06/02	MEF	Revise stipulations	.30	64.50
09/06/02	MEF	Email to C. Marraro and B. Hughes regarding revisions to stipulations	.10	21.50
09/09/02	JMA	Receipt and review Scheduling Order from Judge Cavanaugh; review file for meeting; attend meeting with C. Marraro, A. Nagy, etc. re: development issues; conference with C. Marraro re: trial strategy	4.00	1300.00
09/09/02	MEF	Review Order rescheduling Final Pretrial Conference and service/filing of Findings of Fact/Conclusions of Law; email from B. Hughes regarding damage chart - Dames & Moore; telephone call with S. German's office regarding order	.40	86.00
09/10/02	MEF	Review letter from M. Moasser regarding photos; review additional photos	.60	129.00
09/10/02	MEF	Review email from B. Banks regarding schedule; review revised October calendar - Final Pretrial deadlines	.20	43.00
09/11/02	JMA	Phone - C. Marraro re: trial strategy	.30	97.50
09/12/02	JMA	Receipt and review letter from F. Boenning; receipt and review Order scheduling pretrial conference; receipt and review email re: expert testimony; conference with MEF re: trial exhibits	.80	260.00
09/13/02	JMA	Review of and revisions to trial exhibit list; review damage exhibits	2.80	910.00
09/13/02	MEF	Review emails from B. Banks regarding chart of removed invoices; review chart; revise chart; email to B. Banks regarding correlation between chart and binder of documents; email to B. Hughes and C. Marraro regarding removed damage items; email to B. Hughes regarding amending chart; emails to/from M. Moasser regarding revisions to chart	.80	172.00
09/16/02	JMA	Phone - C. Marraro re: trial strategy; review	2.50	812.50

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of and revisions to trial exhibit list

09/17/02	JMA	Phone - C. Marraro re: scheduling; phone - C. Marraro re: trial strategy; phone - C. Marraro re: trial exhibits	1.00	325.00
09/18/02	JMA	Phone - C. Marraro re: trial issues; phone conference with C. Marraro and investigator re: photos	.50	162.50
09/19/02	JMA	Receipt and review letter from M. Caffrey; phone - C. Marraro re: scheduling issues	.40	130.00
09/19/02	MEF	Telephone call with D. Garvey regarding damage documents; telephone call with C. Marraro regarding same; telephone call with D. Garvey regarding Route 440 litigation	.30	64.50
09/20/02	JMA	Notice of agenda for 9/23/02 bankruptcy court hearing	.20	65.00
09/20/02	MEF	Review fax from C. Marraro regarding review ICO response to Grace proposed stipulations for final pretrial order; review Millian letter regarding objections and additional stipulations	.80	172.00
09/21/02	MEF	Review email from B. Hughes regarding ICO comments on stipulation	.20	43.00
09/21/02	MEF	Review email from R. Tobin to L. Ferdinand regarding draft order allowing fees; review email from S. Baina to L. Ferdinand regarding same	.20	43.00
09/23/02	MEF	Review email from M. Caffrey regarding Honeywell stipulations for final pretrial order	2.60	559.00
09/23/02	MEF	Telephone call with C. Marraro regarding meeting regarding trial preparation; telephone call with C. Marraro and B. Hughes regarding ICO stipulations and Honeywell Stipulations	.30	64.50
09/23/02	MEF	Voice mail - M. Schiappa regarding final pretrial order	.20	43.00
09/23/02	MEF	Review email from B. Hughes regarding Grace revised stipulations	.20	43.00
09/23/02	MEF	Letter to M. Caffrey regarding Grace Stipulations	.20	43.00
09/23/02	MEF	Email to M. Caffrey regarding Grace Stipulations	.10	21.50
09/23/02	MEF	Telephone call with M. Caffrey regarding stipulations	.10	21.50

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09/24/02	JMA	Letter to Jim Dunn re: obtaining information relating to site	.20	65.00
09/24/02	JMA	Meeting with C. Marraro and MEF re: preparation of Grace response to Honeywell's 623 proposed stipulated facts	8.00	2600.00
09/24/02	JMA	Receipt and review email re: meeting with clients re: trial strategy	.20	65.00
09/24/02	JMA	Receipt and review letter form M. Schiappa	.10	32.50
09/24/02	MEF	Meeting with C. Marraro and JMA regarding review of and response to Honeywell's 623 proposed stipulations of fact for determination as to which facts to stipulate/contest for final pretrial order	9.00	1935.00
09/25/02	JMA	Meeting with C. Marraro and MEF re: preparation of Grace responses to Honeywell proposed stipulated facts for final pretrial order; phone conference with C. Marraro, MEF, A. Nagy, J. McFarland re: trial issues; phone conference with C. Marraro, MEF, plaintiffs' attorney re: plaintiffs' proposed stipulated facts for final pretrial order	9.50	3087.50
09/25/02	MEF	Conference with JMA and C. Marraro regarding continue reviewing and responding to Honeywell's 623 proposed stipulated facts for Final Pretrial Order	10.00	2150.00
09/25/02	MA	Telephone call with Jersey City Library, NJ re articles on Valley Fair Building. and Roosevelt drive-in closing	.20	15.00
09/26/02	JMA	Meeting with C. Marraro and MEF re: complete preparation of Grace responses to Honeywell proposed stipulated facts for final pretrial order, review exhibits and continue preparation of Grace exhibit list for final pretrial order, discuss trial strategy and applicable law on liability and damage issues	7.80	2535.00
09/26/02	JMA	Phone - J. Dunn re: photos and other information relating to site	.30	97.50
09/26/02	MEF	Review and revise responses to Honeywell's Proposed Stipulated Facts	.50	107.50
09/26/02	MEF	Conference with JMA and C. Marraro regarding Grace Defendants' exhibits and exhibit list, Honeywell's privilege log, plaintiff's proposed stipulated facts; telephone call with JMA, C. Marraro, A. Nagy regarding ICO stipulated fact;	7.80	1677.00

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telephone with JMA, C. Marraro and K. Millian
 regarding same

09/27/02	JMA	Review factual information on witnesses, proposed stipulation of fact and documents re: preparation of Grace defendants' witness list; prepare vendor witness list re: Honeywell invoices; phone - C. Marraro and MEF re: trial strategy issues	4.40	1430.00
09/27/02	MEF	Telephone call C. Marraro and B. Hughes regarding Final Pretrial Order - expert summary qualifications	.20	43.00
09/27/02	MEF	Telephone call with C. Marraro regarding response to Honeywell's proposed stipulated facts; telephone call with JMA and C. Marraro regarding same	.80	172.00
09/27/02	MEF	Revise response to Honeywell's proposed stipulated facts	2.00	430.00
09/27/02	MEF	Email to P. Goad regarding summary of expert qualifications for Final Pretrial Order; email from P. Goad regarding same	.20	43.00
09/27/02	MA	File correspondence with Jersey City Library, New Jersey Room re articles on the closing of Valley Fair Building and Roosevelt Drive-In - follow up; prepare memo to MEF	.50	37.50
09/28/02	JMA	Review file for conference call; conference call with C. Marraro and B. Hughes re: Grace defendants' trial fact witness list and trial expert witness list; prepare witness lists	5.50	1787.50
09/28/02	MEF	Review, revise and finalize Grace defendants' response to Honeywell's 623 proposed stipulated facts	1.00	215.00
09/28/02	MEF	Review email from M. Aponte regarding Valley Fair and Roosevelt Drive-In	.20	43.00
09/29/02	MEF	Review 87th street owners corporate decision regarding RCRA claims	.40	86.00
09/30/02	JMA	Phone - C. Marraro re: Grace witness lists	.30	97.50
09/30/02	JMA	Review and revise Grace witness list for final pretrial order	1.00	325.00
09/30/02	JMA	Phone - C. Marraro and B. Hughes re: authentication of trial exhibits	.40	130.00
09/30/02	MEF	Telephone call with C. Marraro regarding current version of Grace stipulated facts	.20	43.00

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09/30/02	MEF	Review email from C. Marraro regarding deposition designations; email to C. Marraro regarding same	.20	43.00
09/30/02	MEF	Final pretrial order - review aerials, photographs and deeds; update trial exhibit list regarding same; review memo of option agreement	4.00	860.00
09/30/02	MEF	Telephone call with C. Marraro regarding exhibit list and photos	.10	21.50
09/30/02	MEF	Letter to C. Marraro regarding updated exhibit documents, deeds, 11/66 memo of option agreement	.50	107.50
09/30/02	MEF	Review email from C. Marraro regarding final Grace stipulations of fact; review additional stipulation of fact	.50	107.50
09/30/02	MA	Conduct corporate search for Great Eastern Mills, Inc., Great Eastern of Jersey City, Little Falls and Plainfield	1.10	82.50

FEE APPLICATIONS, APPLICANT

09/05/02	MEF	Review August billing in preparation of interim fee application	.40	86.00
09/06/02	MEF	Review revised fee detail	.30	64.50
09/09/02	MEF	Review email from W. Smith regarding deficiencies in summaries of time; telephone call with W. Smith's office (message)	.30	64.50
09/09/02	MEF	Telephone call with W. Smith regarding fee categories - product summary; review letter to professionals	.40	86.00
09/09/02	MEF	Prepare revised project and expense category charts for (1) 4th Quarterly Interim Fee Application; and (2) 5th Quarterly Interim Fee Application; email to W. Smith forwarding same	1.80	387.00
09/09/02	MEF	Email to P. Cuniff regarding copies of letters to professionals	.20	43.00
09/09/02	MEF	Voice mail from Laverne at W. Smith's office; telephone call with W. Smith's office regarding revised project/expense charts	.20	43.00
09/10/02	MEF	Revise project/expense categories for the 4th and 5th Quarterly Interim Fee Applications per voice mail from Laverne at W. Smith's office	.80	172.00
09/11/02	MEF	Review email from Laverne Ferdinand at W.	.20	43.00

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Smith's office regarding Project Category
 Summaries

09/12/02	JMA	Fee applications - receipt and review correspondence from P. Galbraith re: compensation of professionals; review MEF e-mails to Fee Auditor; conference with MEF re: compliance with fee auditor requests	1.00	325.00
09/17/02	JMA	Fee Application - review monthly fee application for August 2002, conference with MEF, execution of fee application	.60	195.00
09/17/02	MEF	Preparation of sixth monthly interim fee application; email to P. Cuniff regarding no objection certificate and sixth fee application	1.90	408.50
09/19/02	MEF	Review email from P. Cuniff regarding no order required; telephone call with K. DePhillips office regarding same; voice mail - S. McFarlan; voice mail - P. Cuniff; voice mail from P. Galbraith regarding fee application and CNO; voice mail - P. Galbraith regarding same	.70	150.50
09/20/02	MEF	Voice mail from P. Galbraith regarding August summary coversheet; revise August summary coversheet; email to P. Galbraith regarding same	.40	86.00
09/20/02	MEF	Review email from L. Ferdinand (fee auditor) regarding 4th quarterly project category spreadsheet; review spreadsheet; review email from L. Ferdinand regarding draft order allowing fees; review draft order	.50	107.50
09/24/02	MEF	Fee application review fee auditor's initial report regarding Carella Byrne 5th Interim Quarterly Application; begin drafting response to fee auditor's initial report	.50	107.50
09/25/02	JMA	Fee Application - Review Fee Auditor's Initial Report - 5th Interim Quarterly Fee Application; prepare notes re: response	.60	195.00
09/26/02	JMA	Fee Application - conference with MEF re: preparation of response to Fee Auditor Initial Report - 5th Quarterly Interim Fee application	1.00	325.00
09/26/02	MEF	Fee application conference with JMA regarding Fee Auditor's initial report on 5th Quarterly Interim fee application and response	1.00	215.00
09/27/02	MEF	Telephone call with W. Smith regarding Fee Auditor's report on 5th Quarterly Fee Application; Carella Byrne's response	.20	43.00
09/28/02	MEF	Draft response to Fee Auditor's Initial Report	1.30	279.50

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for Carella Byrne's Fifth Quarterly Interim Fee
 Application

09/28/02	MEF	Review fee detail for August 2002 time; email to W. Smith regarding same	.50	107.50
09/30/02	JMA	Fee Application - conference with MEF re: review and revise Carella Byrne response to Fee Auditor Initial Report regarding Fifth Quarterly Fee Application	2.00	650.00
09/30/02	MEF	Fee application - conference with JMA regarding review and revise Carella, Byrne response to Fee Auditor Initial Report regarding 5th quarterly interim fee application	2.00	430.00
09/30/02	MEF	Fee application - revise response to fee auditor's initial report regarding 5th quarterly interim fee application	1.00	215.00

TRAVEL NON-WORK

09/24/02	MEF	Travel - (non-work) To Washington, D.C.	1.60	344.00
09/25/02	JMA	Travel - non-work - New Jersey to Washington, DC, for meeting with C. Marraro	2.40	780.00
09/26/02	MEF	Travel to NJ (non-work)	2.00	430.00
09/26/02	JMA	Travel - non-work - Washington, DC to New Jersey return from meeting	2.50	812.50

Total Fees:	-----	36,446.50
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Disbursements

Travel Expense

09/24/02	Continental Airline	JMA 9/25-9/26	523.00
09/24/02	Continental Airline	MEF 9/24-9/26	548.50
09/30/02	The Mayflower Hotel	MEF 9/24 - 9/25	525.56
09/30/02	The Latham Hotel	MEF 09/25 - 09/26	280.53
09/30/02	Meals - Working dinner with M. Moasser		78.48
09/30/02	The Latham Hotel	JMA 09/25 - 09/26	316.02
09/30/02	Travel Expense	MEF (MY LIMO) #117130 9/24	63.10
09/30/02	Travel Expense	JMA (MY LIMO) 9/25	63.10
09/30/02	Travel Expense	JMA (MY LIMO) # 117373 9/26	63.10

SUBTOTAL: 2461.39

09/30/02	Photocopies	228.75
09/30/02	Telephone	92.82
09/30/02	Federal Express	68.41

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09/30/02 Messenger - In House

75.00

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Total Costs

2,926.37

Total Due this Matter

39,372.87

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SUMMARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	325.00	63.70	20702.50
M E FLAX	215.00	72.60	15609.00
MICHAEL APONTE	75.00	1.80	135.00
TOTALS		138.10	36446.50

#157495 v1 - W.R. Grace Bill Invoice 17386
CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN
COUNSELLORS AT LAW
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